

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of)	
)	
DataBank Holdings Ltd.)	WC Docket No. 19-_____
Transferor,)	
)	File No. ITC-T/C-2019_____
HRS Internet, LLC,)	
Licensee,)	
)	
and)	
)	
Everstream Solutions LLC,)	
Transferee,)	
)	
for Authority Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended, and)	
Sections 63.04 and 63.24 of the Commission’s)	
Rules to Transfer Control of a Domestic and)	
International Section 214 Carrier)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

DataBank Holdings Ltd. (“DataBank” or “Transferor”), HRS Internet, LLC (“HRS Internet” or “Licensee”), and Everstream Solutions LLC (“Everstream Solutions” or “Transferee”) (collectively, “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.04 and 63.24 of the Rules of the Federal Communications Commission (“Commission” or “FCC”), 47 C.F.R. §§ 63.04, 63.24, to transfer ownership and control of Licensee, which holds authority under Section 214 to provide domestic and international telecommunications services on a competitive basis, from Transferor to Transferee (the “Transaction”). The Transaction will result in a change

in the ownership of Licensee but no assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. Immediately following the Transaction, Licensee will continue to provide service to its existing customers under the same rates, terms, and conditions and without interruption.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction:

1. Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will hold less than a ten percent (10%) share of the interstate, interexchange market;
2. Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and
3. Neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) applies as described more fully in Section V below. Moreover, Applicants are not affiliated with any dominant foreign carrier.

II. DESCRIPTION OF THE APPLICANTS

A. Transferor and Licensee

DataBank, a Texas limited partnership located at 400 S. Akard Street, Suite 100, Dallas, TX 75202, recently acquired Lightbound, LLC, the direct parent of Licensee. HRS Internet provides traditional legacy voice services throughout the state of Indiana as well as co-location services and IP-based services including VoIP, cloud (including hosted PBX), broadband Internet access, and network services. HRS Internet also provides non-facilities-based international telecommunications services pursuant to authorization granted by the Commission in File No. ITC-214-20080612-00268.

B. Transferee

Everstream Solutions, an Ohio limited liability company, is headquartered at 1228 Euclid Ave, #250, Cleveland, OH 44115. Everstream Solutions holds domestic and international Section 214 authorization as well as certificates to provide intrastate telecommunications services in Ohio and Missouri. Everstream Solutions is affiliated with Everstream GLC Holding Company LLC (“Everstream GLC”), which holds domestic and international Section 214 authorizations (File Nos. ITC-214-19970116-00027 as assigned in IB File No. ITC-ASG-20160426-00157) and holds certificates to provide intrastate telecommunications services in Illinois, Indiana, Michigan, and Wisconsin, and Lynx Network Group, Inc. (“Lynx”), which holds domestic Section 214 authority and holds a certificate to provide intrastate telecommunications services in Michigan.

Everstream Solutions is a wholly owned subsidiary of Midwest Fiber Acquisition LLC (“Midwest”), a Delaware limited liability company. Midwest, through Everstream Solutions and its affiliates, is a super-regional network service provider bringing fiber-based Ethernet, internet and data center solutions to businesses throughout the Midwest. The company has more than

10,000 route miles and comprehensive data center connectivity at 100 Gbps. Its network allows businesses to operate a converged IP network capable of delivering robust voice and data services at speeds from 10 Mbps to 100 Gbps.

Midwest is owned by Midwest Fiber Holdings LP, and is ultimately indirectly owned by three limited partnerships organized in Luxembourg (AMP Capital Global Infrastructure Fund IIA LP, AMP Capital Global Infrastructure Fund IIB LP and AMP Capital Global Infrastructure Fund IIC LP), collectively referred to as GIF II. Between Midwest Fiber Holdings LP and GIF II, there are a number of intervening entities in the ownership chain (Midwest Fiber Intermediate US LP, Midwest Fiber Midco LP and GIF II US Aggregator LP). For each of the limited partnership entities in this chain, as well as for the three Luxembourg limited partnerships referenced above, the general partner is AMP Capital Investors (GIF II GP) S.à.r.l., a Luxembourg company.

AMP Capital Investors (GIF II GP) S.à.r.l. is indirectly owned by AMP Capital Holdings Limited (“AMP Capital”) which is a global investment manager headquartered in Australia, with a growing international presence, including in North America. AMP Capital has a heritage and strength in infrastructure and real estate, and specialist expertise in fixed income, equities and multi-asset solutions. AMP Capital is a downstream subsidiary of AMP Limited, one of Australia’s largest retail and corporate pension providers. A 15% interest in AMP Capital is also held by Mitsubishi UFJ Trust and Banking, which in turn is owned by Mitsubishi UFJ Financial Group, a publicly listed company in Japan.

III. DESCRIPTION OF THE TRANSACTION

On September 9, 2019, DataBank and Everstream Solutions entered into Membership Interest Purchase Agreement (“Agreement”) whereby Everstream Solutions will acquire all of the membership interests of HRS Internet from Transferor. As a result, at closing of the Transaction,

HRS Internet will become a wholly owned subsidiary of Everstream Solutions. For the Commission's reference, pre- and post-transaction ownership charts are provided as **Exhibit A**.

The fitness of Everstream Solutions and its parent Midwest to own a domestic and international telecommunications services licensee like HRS Internet has been confirmed by the Commission in connection with the 2018 acquisition of Everstream Solutions by Midwest. *See* WC Docket No. 18-93, IB File Nos. ITC-T/C-20180323-00064 and ITC-T/C-20180323-00065. As part of that transaction, Everstream Solutions disclosed that certain foreign investors hold a greater than 10 percent indirect interest in Midwest and the investors disclosed in that transaction continue to hold interests in Everstream Solutions and are disclosed below. On September 20, 2018, the U.S. Department of Justice, with the concurrence of the U.S. Department of Homeland Security and the U.S. Department of Defense (collectively, "the Agencies") notified the Commission that they have no objection to the application for the transfer of control of Everstream Solutions LLC and its affiliates Everstream GLC and Lynx to Midwest based on the information provided to the Agencies and analysis of the Agencies of potential national security, law enforcement, and public safety issues. *See* WC Docket No. 18-93, IB File Nos. ITC-T/C-20180323-00064 and ITC-T/C-20180323-00065.

The proposed Transaction will not change the fitness of Everstream Solutions and its parent Midwest to own HRS Internet. As noted above, the foreign investors of Everstream Solutions and Midwest as previously disclosed to the Commission have not changed and are disclosed below. Moreover, the recent acquisition of HRS Internet by DataBank did not require any condition or commitment by the Commission or the Agencies. On August 21, 2019, the Agencies notified the Commission that they have no objection to the application for the transfer of control of HRS Internet to DataBank based on the information provided to the Agencies and analysis of the

Agencies of potential national security, law enforcement, and public safety issues. *See* WC Docket No. 18-382, IB File No. ITC-T/C-20181217-00230.

Accordingly, Applicants are seeking to complete the Transaction as soon as possible to ensure that customers can obtain rapidly the benefits of the Transaction. Applicants therefore respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

IV. PUBLIC INTEREST STATEMENT

The Transaction will serve the public interest. The Transaction will result in the transfer of control of HRS Internet to a well-qualified company with a strong management team and substantial telecommunications experience and expertise. HRS Internet will have access to the operational and managerial resources of Everstream Solutions and such support will strengthen its competitive position.

In addition, the combination of HRS Internet's customer base with Everstream Solutions' operations and fiber network is complementary and will not diminish competition. Everstream Solutions and its affiliates do not own overlapping last-mile facilities in Indiana where HRS Internet operates (i.e., they do not both serve the same end user location over their own last-mile facilities). Thus, the Transaction will expand the business operations of HRS Internet and Everstream Solutions, thereby establishing a stronger and more diversified competitor in the telecommunications market.

The Transaction will be seamless to Licensee's customers. Immediately following the Transaction, Licensee will continue to provide service to its customers at the same rates, terms, and conditions and without interruption. The Transaction will not trigger any federal or state anti-slamming or bulk customer transfer rules because the certificated, customer-facing service

provider will be unchanged. Post-Transaction, Transferee expects to change Licensee's name and will notify customers as required by applicable law and in accordance with any customer contracts.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

63.18 (a) Name, address and telephone number of each Applicant:

Licensee

HRS Internet, LLC **FRN 0013208244**
731 West Henry Street, Suite 201
Indianapolis, IN 46225
Tel: 317-726-6767

Transferor

DataBank Holdings Ltd. **FRN 0028077972**
400 S. Akard Street, Suite 100
Dallas, TX 75202
Tel: 214-720-2266

Transferee

Everstream Solutions LLC **FRN 0027345693**
1228 Euclid Ave #250
Cleveland, OH 44115
Tel: 216-242-2874

63.18 (b) Jurisdiction of Organizations:

Transferor: DataBank is a Texas limited partnership.

Licensee: HRS Internet is an Indiana limited liability company.

Transferee: Everstream Solutions is an Ohio limited liability company.

63.18 (c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Transferor and Licensee:

Bruce A. Olcott
Jones Day
51 Louisiana Ave., N.W.
Washington, DC 20001-2113
Tel: (202) 879-3630
bolcott@jonesday.com

For Transferee:

Catherine Wang
Danielle Burt
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
danielle.burt@morganelewis.com

with a copy to:

Justin Puccio
Data Bridge Holdings, LLC
400 S. Akard St.
Dallas, TX 75202
jpuccio@databank.com

with a copy to:

Brett Lindsey
Everstream Solutions LLC
1228 Euclid Ave #250
Cleveland, OH 44115
brett.lindsey@everstream.net

63.18 (d) (Answer to Question 10) Section 214 Authorizations

Transferor: DataBank does not hold any Section 214 authority.

Licensee: HRS Internet holds blanket domestic Section 214 authority and holds international Section 214 authority granted in ITC-214-20080612-00268.

Transferee: Everstream Solutions holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20160120-00027.

63.18 (h) (Answer to Questions 11 and 12) Ownership

The following persons or entities hold or will hold, directly or indirectly, a 10% or greater interest in Licensees as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:¹

Pre-Transaction Ownership

1. HRS Internet is wholly-owned by:

Name: Lightbound, LLC

¹ While the Commission's rules for combined domestic and international applications requires this information only for the transferee, see 47 C.F.R. §§ 63.04(b), 63.24(e)(2). Applicants are providing ownership information for all parties.

Address: 731 West Henry Street, Suite 201
Indianapolis, IN 46225
Ownership: 100%
Citizenship: United States (Indiana)
Principal Business: Holding Company

2. Lightbound, LLC is wholly-owned by:

Name: DataBank Holdings Ltd.
Address: 400 S. Akard Street, Suite 100
Dallas, TX 75202
Ownership: 100%
Citizenship: United States (Texas)
Principal Business: Holding Company

3. DataBank Holdings Ltd. is indirectly, wholly owned by:

Name: Data Bridge Holdings, LLC
Address: 400 S. Akard Street, Suite 100
Dallas, TX 75202
Ownership: indirectly 100% (through 5 intervening subsidiaries: DB
DataCenter LP Inc.; DB DataCenter Intermediate Holdings,
Inc.; DB DataCenter Holdings, Inc.; Data Bridge Parent,
Inc.; Data Bridge Upper Parent, Inc.)
Citizenship: United States (Delaware)
Principal Business: Holding Company

4. Data Bridge Holdings, LLC is owned by the following entities:

- (i) Name: Teachers Insurance and Annuity Association of America
Address: 730 Third Avenue
New York, NY 10017
Ownership: indirectly 30% (through 730 Databridge, LLC, a New York
limited liability company)
Citizenship: United States (New York)
Principal Business: Life Insurance Company

No party holds a direct or indirect equity interest of 10% or more in the Teachers Insurance and Annuity Association of America (“TIAA”). The TIAA Board of Overseers (essentially a Board of Directors) is comprised of the following individuals, all of whom are U.S. citizens:

Roger W. Ferguson, Jr.

Renu Khator

Scott S. Cowen
Rebecca M. Blank
Theodore R. Mitchell

Cleve L. Killingsworth
Michael S. McPherson

Roger W. Ferguson, Jr. serves as the CEO of TIAA, its sole officer. The Board of Trustees for TIAA is comprised of the following individuals, all of whom are U.S. citizens:

Roger W. Ferguson, Jr.	Maureen O'Hara
Jeffrey R. Brown	Donald K. Peterson
Priscilla Sims Brown	Sidney A. Ribeau
James R. Chambers	Dorothy K. Robinson
Tamara Simpkins Franklin	Kim M. Sharan
Lisa W. Hess	David L. Shedlarz
Edward M. Hundert	Ronald L. Thompson
Marta Tienda	

(ii) Name: The Allstate Corporation
Address: 3075 Sanders Road
Northbrook, IL 60062
Ownership: indirectly 14% (through several intervening subsidiaries)
Citizenship: United States (Delaware)
Principal Business: Insurance Company

The Allstate Corporation, through a holding company, Allstate Insurance Holdings, LLC (a Delaware LLC), wholly owns Allstate Insurance Company, which is an Illinois corporation that directly holds a 7% interest in Data Bridge Holdings, LLC. Allstate Insurance Company has a wholly-owned subsidiary, Allstate Life Insurance Company, which is an Illinois corporation that directly holds a 6% interest in Data Bridge Holdings, LLC. Allstate Life Insurance Company has a wholly-owned subsidiary, Allstate Life Insurance Company of New York, which is a New York corporation that directly holds a 1% interest in Data Bridge Holdings, LLC.

No party holds a direct or indirect equity interest of 10% or more in The Allstate Corporation. The officers of The Allstate Corporation consist of the following, all of whom are U.S. citizens:

Thomas J. Wilson, Chairman of the Board, President and Chief Executive Officer
Steven E. Shebik, Vice Chairman
Mario Rizzo, Executive Vice President and Chief Financial Officer
Susan L. Lees, Executive Vice President, General Counsel, and Secretary
Christina Hwang, Senior Vice President
Michael A. Pedraja Senior Vice President and Treasurer
John C. Pintozzi Senior Vice President, Controllor and Chief Accounting Officer

Daniel G. Gordon Vice President, Assistant General Counsel, and Assistant Secretary
Carol E. Lundahl Vice President and Assistant Treasurer

The directors of The Allstate Corporation consist of the following, all of whom are U.S. citizens:

Kermit R. Crawford
Michael L. Eskew
Margaret M. Keane
Siddarth N. Mehta
Jacques P. Perold
Andrea Redmond
Gregg M. Sherrill
Judith A. Sprieser
Perry M. Traquina
Thomas J. Wilson

(iii) Name: Edgewater Funds
Address: 900 North Michigan Avenue, Suite 1800
Chicago, IL 60611
Ownership: indirectly 14% (through EW Data Bridge Holdings, LLC, a Delaware limited liability company)
Citizenship: United States (Delaware)
Principal Business: Investment

No individual or entity holds a membership interest of 10% or more in EW Data Bridge Holdings, LLC. EW Data Bridge Holdings, LLC is managed by (a) Edgewater Growth Capital Management SMA, L.P. 77% and (b) Edgewater Growth Capital Management IV, LP 23%. Both of these general partners are organized under the laws of Delaware. Neither of these general partners has any officers or directors. Management authority for these entities rests with the Limited Partner Committee, which is made up of the following individuals, all of whom are U.S. citizens: James A. Gordon, Gregory K. Jones, David M. Tolmie, and Jeffrey M. Frient.

(iv) Name: CBRE Caledon Capital Management Inc.
Address: 141 Adelaide Street West, Suite 1500
Toronto, Ontario, M5H 3L5
Ownership: indirectly 15% (through several intervening entities)
Citizenship: Canada
Principal Business: Investment

DB US Data Center Holdings, LLC (“DB USDCH”), a Delaware limited liability corporation, holds a 40% interest in Data Bridge Holdings, LLC. Caledon Databank Aggregator, L.P. (“CDB

Aggregator”), a Delaware limited partnership, holds 33% of the equity interests in DB USDCH, and Adan Street Partners holds a 15% interest in DB USDCH through nine of its investment funds, which of which holds less than a 5% interest in DB USDCH. Caledon Capital Investments Inc., an Ontario corporation, is the general partner of CDB Aggregator. CBRE Caledon Capital Management Inc. holds 100% of Caledon Capital Investments Inc. CBRE Caledon Global Infrastructure Holdings I LP, which is an Ontario entity, holds a 69% equity interest in CDB Aggregator. The General Partner of CBRE Caledon Global Infrastructure Holdings I LP is CBRE Caledon Global Infrastructure GP Inc., which is also an Ontario entity and which is controlled through a 51% indirect interest by CBRE Group, Inc., which is a Delaware corporation that is publicly traded on the New York Stock Exchange.

DB USDCH

The officers and directors of CBRE Caledon Capital Management Inc., including their citizenship, is as follows:

Director and Board member:

Name	Citizenship
David Rogers	Canadian

Officers:

Name	Title	Citizenship
David Rogers	President & Chief Executive Officer	Canadian
Robert Chen	Chief Compliance Officer & Chief Financial Officer	Canadian
Dennis Pellarin	Chief Operating Officer & Vice President	Canadian
Martin Day	Vice President	Canadian
Stephen Dowd	Vice President	Canadian & US Citizen
Asif Hussain	Vice President	Canadian
Justin Kusinskis	Vice President	Canadian
Jeff Deblock	Vice President	Canadian
Andreas Koettering	Vice President	German
Noi Spyrtos	Vice President	Canadian
Robert Shaw	Secretary	Canadian

The officers and directors of CBRE Group, Inc. are listed below. All of them are U.S. citizens.

Board of Directors:

Brandon B. Boze	Christopher T. Jenny
Robert E. Sulentic	Gerardo I. Lopez
Beth F. Cobert	Laura D. Tyson
Curtis F. Feeny	Ray Wirta
Reginald H. Gilyard	Sanjiv Yajnik
Shira D. Goodman	

Executive Officers:

Robert E. Sulentic	President and Chief Executive Officer
Dara A. Bazzano	Senior Vice President, Global Finance and Chief Accounting Officer
William F. Concannon	Global CEO, Global Workplace Solutions
Chandra Dhandapani	Chief Digital & Technology Officer
Jack Durburg	Global Chief Operating Officer
James R. Groch	Global Chief Operating Officer
J. Christopher Kirk	Chief Executive Talent and Administrative Officer
Michael J. Lafitte	Global CEO, Advisory Services
Laurence H. Midler	Executive Vice President, General Counsel
Daniel Queenan	Global CEO, Real Estate Investments
Leah C. Stearns	Chief Financial Officer

Post-Transaction Ownership

1. Upon consummation of the Transaction, HRS Internet will be wholly-owned by:

Name:	Everstream Solutions
Address:	1228 Euclid Ave #250 Cleveland, OH 44115
Ownership:	100%
Citizenship:	United States (Ohio)
Principal Business:	Communications

2. Everstream Solutions LLC is wholly-owned by:

Name:	Midwest Fiber Acquisition LLC (“Midwest”)
Address:	c/o AMP Capital Investors (US) Limited One Bryant Park 1111 Avenue of the Americas New York, NY 10036
Ownership:	100%
Citizenship:	United States (Delaware)
Principal Business:	Holding Company

3. Midwest is wholly-owned by:

Name: **Midwest Fiber Holdings LP**
Address: c/o AMP Capital Investors (US) Limited
One Bryant Park
1111 Avenue of the Americas
New York, NY 10036
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

4. Midwest Fiber Holdings LP is owned by:

Name: **Midwest Fiber Intermediate US LP**
Address: c/o AMP Capital Investors (US) Limited
One Bryant Park
1111 Avenue of the Americas
New York, NY 10036
Ownership: 90%+ (a separate entity, Management (DE) LP will hold less than 10% interest in Midwest Fiber Holdings LP)
Citizenship: United States (Delaware)
Principal Business: Holding Company

5. Midwest Fiber Intermediate US, LP is wholly-owned by:

Name: **Midwest Fiber Midco LP and AMP Capital Global Infrastructure Fund IIA LP**
Address: c/o AMP Capital Investors (US) Limited
One Bryant Park
1111 Avenue of the Americas
New York, NY 10036
Ownership: 100%
Citizenship: United States (Delaware) (note that AMP Capital Global Infrastructure Fund IIA LP (GIF II) is a Luxembourg limited partnership)
Principal Business: Holding Company

6. Midwest Fiber Midco LP is wholly-owned by:

Name: **GIF II US Aggregator LP (DE)**
Address: c/o AMP Capital Investors (US) Limited

One Bryant Park
1111 Avenue of the Americas
New York, NY 10036
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

7. GIF II US Aggregator LP is wholly-owned by:

Name: **AMP Capital Global Infrastructure Funds IIB LP and IIC LP**
Address: c/o AMP Capital Investors (US) Limited
One Bryant Park
1111 Avenue of the Americas
New York, NY 10036
Ownership: 100%
Citizenship: Luxembourg
Principal Business: Investment Funds

8. The following entities have a 10% or greater direct or indirect interest in AMP Capital Global Infrastructure Funds IIB LP and IIC LP and AMP Capital Global Infrastructure Fund IIA LP (collectively, “GIF II”):

Name: **Pantheon G Infrastructure Opportunities LP**
Address: Maples Corporate Services Ltd,
PO Box 309, Ugland House,
Grand Cayman, KYI-1104,
Cayman Islands
Ownership: 13.45%
Citizenship: Cayman Islands
Principal Business: Investment Trust

Name: **AMP Capital Investors (GIF II GP) S.à.r.l (“GIF II GP”)**
Address: c/o AMP Capital Investors (US) Limited
One Bryant Park
1111 Avenue of the Americas
New York, NY 10036
Ownership: General Partner of GIF II
Citizenship: Luxembourg
Principal Business: Investment

9. GIF II GP is wholly owned by:

Name: **AMP Capital Investors International Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100%
Citizenship: Australia
Principal Business: Investment

10. AMP Capital Investors International Holdings Ltd. is wholly owned by:

Name: **AMP Capital Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100%
Citizenship: Australia
Principal Business: Investment

11. The following entities have a 10% or greater interest in AMP Capital Holdings Ltd.:

Name: **AMP Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 85%
Citizenship: Australia
Principal Business: Investment

Name: **Mitsubishi UFJ Trust and Banking Corporation**
Address: 4-5, Marunouchi 1-Chome, Chiyoda-ku, Tokyo 100-8212, Japan
Ownership: 15%
Citizenship: Japan
Principal Business: Investment

Name: **Mitsubishi UFJ Financial Group, Inc.**
Address: 2-7-1, Marunouchi, Chiyoda-ku, Tokyo 100-8330, Japan
Ownership: 15% (indirect; 100% direct ownership of Mitsubishi UFJ Trust and Banking Corporation)
Citizenship: Japan
Principal Business: Public Company

12. AMP Holdings Ltd. is wholly owned by:

Name: **AMP Group Holdings Ltd.**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100%
Citizenship: Australia
Principal Business: Investment

13. AMP Group Holdings Ltd. is wholly owned by:

Name: **AMP Limited**
Address: 33 Alfred Street, Sydney NSW 2000 (Australia)
Ownership: 100%
Citizenship: Australia
Principal Business: Public Company

No person or entity owns a 10% or greater interest in AMP Limited. A list of the directors and key officers of AMP Limited, with their respective nationalities, is provided below. Applicants note that AMP Limited is not the ultimate indirect owner of the Transferee, but exercises ultimate indirect control of the Transferee as the ultimate parent of AMP Capital Investors (GIF II GP) S.à.r.l., which is the general partner of each the three GIF II Funds.

AMP Limited Directors:

Catherine Michelle Brenner – Independent Chairman (Australia)
Patricia Elizabeth Akopiantz – Independent Director (Australia, U.S.)
Andrew William Harnos – Independent Director (New Zealand)
Holly Suzanna Kramer – Independent Director (Australia, U.S.)
Trevor John Matthews – Independent Director (Australia, U.K.)
Craig Duncan Meller – CEO (Australia, U.K.)
Geoff Ian Roberts – Independent Director (Australia)
Peter Varghese – Independent Director (Australia)
Vanessa Miscamble Wallace – Independent Director (Australia)
Mike Wilkins – Independent Director (Australia)

AMP Limited Officers:

Craig Duncan Meller – CEO (Australia, U.K.)
Gordon Lefevre – CFO (Australia)
Adam Tindall – CEO, AMP Capital Holdings Ltd. (Australia)

No other person or entity is expected to hold a 10% or greater ownership interest in the Licensee pursuant to the Commission's attribution rules as a result of the consummation of the Transaction.

Applicants do not have any interlocking directorates with a foreign carrier.

- 63.18 (i)** (Answer to Question 14) Applicants certify that none is a foreign carrier. Transferor and Licensee also certify that they are not currently affiliated with any foreign carrier. Transferee is affiliated with the following non-dominant foreign carriers within the meaning of Section 63.09(d) of the Commission’s Rules: (1) GMC-D OH (Ireland) Intermediate Holdings Limited, which is a foreign carrier in Ireland and (2) Axion Infraestructuras de Telecomunicaciones, S.A.U., which is a foreign carrier in Spain. Each of Ireland and Spain are member countries of the World Trade Organization (“WTO”).
- 63.18 (j)** (Answer to Question 15) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
- (1) any Applicant is a foreign carrier in that country;
 - (2) any Applicant controls a foreign carrier in that country;
 - (3) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; and
 - (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18 (k)** As noted above, each of Ireland and Spain are WTO-member countries. In addition, each of Transferee’s affiliates is a competitive carrier and lacks market power in the applicable foreign markets.
- 63.18 (l)** Not applicable.
- 63.18 (m)** Applicants presumptively qualify for non-dominant treatment pursuant to Section 63.10(a)(3) of the Commission’s Rules. Each of Transferee’s affiliates in Ireland and Spain do not have more than a 50% market share in the relevant foreign market. Accordingly, Applicants are presumptively considered to be a non-dominant service provider in each of Ireland and Spain.
- 63.18 (n)** As evidenced by the signature of each Applicant to this Application, Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- 63.18 (o)** As evidenced by the signature of each Applicant to this Application, Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). Although Transferee is affiliated with foreign carriers in Ireland and Spain, it qualifies for a presumption of non-dominance under Section 63.10(a)(3) because each of its affiliates lacks a 50% market share in the relevant service market on the foreign end of the route. Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services Applicants seek authority to resell, and Applicants will not be so affiliated post-close. None of the other exclusions described in Section 63.12(c) applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

63.04(a)(6): Description of the Transaction

A description of the proposed Transaction is set forth in **Section III** above.

63.04(a)(7): Geographic Areas Served

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

Transferor: Transferor is not authorized to provide domestic telecommunications services and is not affiliated with any company that provides domestic telecommunications services other than Licensee.

Licensee: HRS Internet provides facilities-based local exchange and competitive access telecommunications services throughout the state of Indiana.

Transferee: Everstream Solutions currently provides intrastate telecommunications services in Ohio and Missouri. Everstream Solutions is affiliated with Everstream GLC, which currently provides intrastate telecommunications services in Illinois, Indiana, Michigan, and Wisconsin, and Lynx, which currently provides intrastate telecommunications services in Michigan.

63.04(a)(8): Streamlining Categorization

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because, immediately following the Transaction, (1) Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will

hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and (3) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Additional FCC Applications

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)).

63.04(a)(10): Special Consideration Requests

Although neither party to the Transaction is facing imminent business failure, prompt completion of the proposed Transaction is important to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously.

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with the Transaction.

63.04(a)(12): Public Interest Statement

A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in **Section IV** above.

VII. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

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/s/ Danielle Burt

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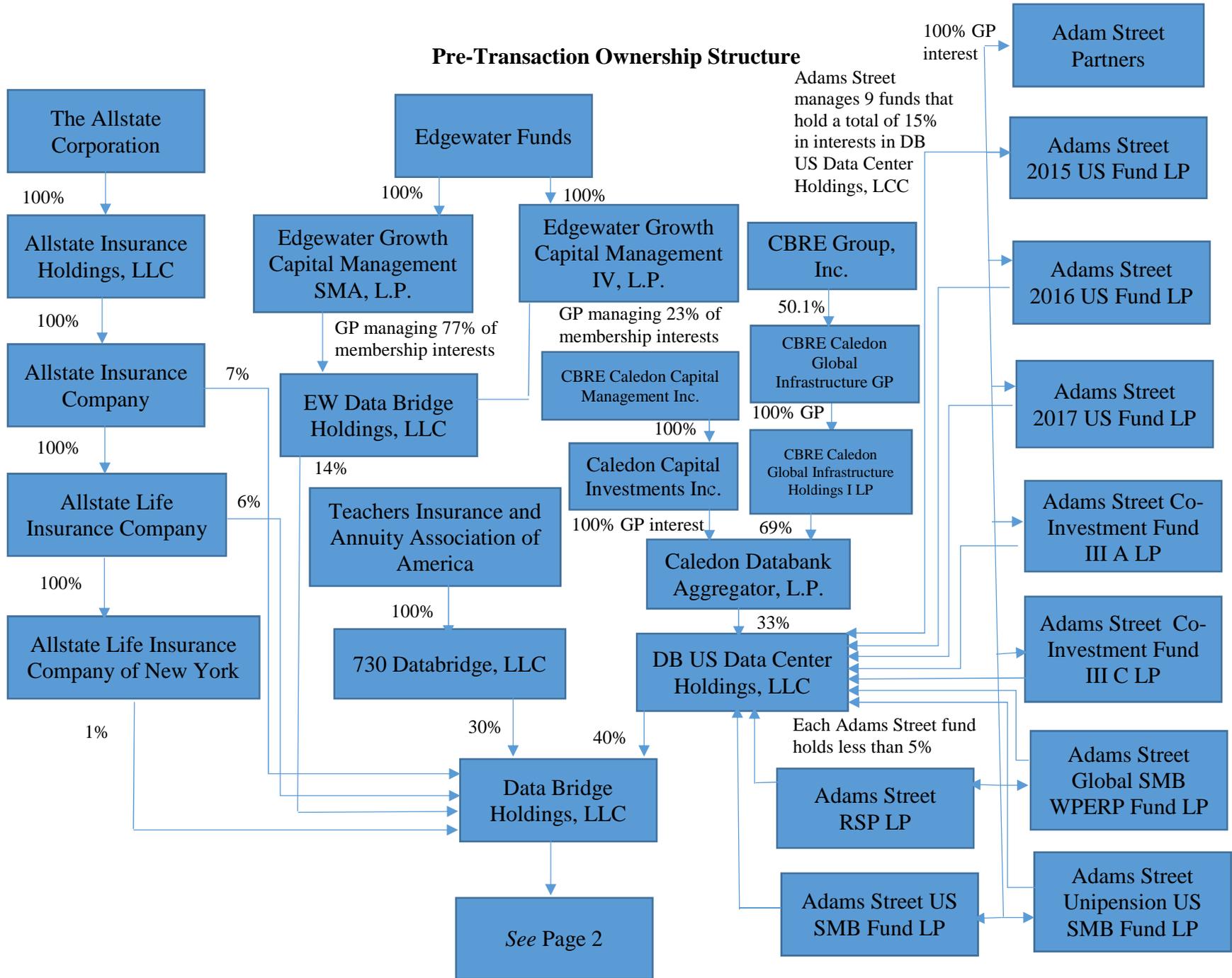
Counsel for Transferee

Date: October 18, 2019

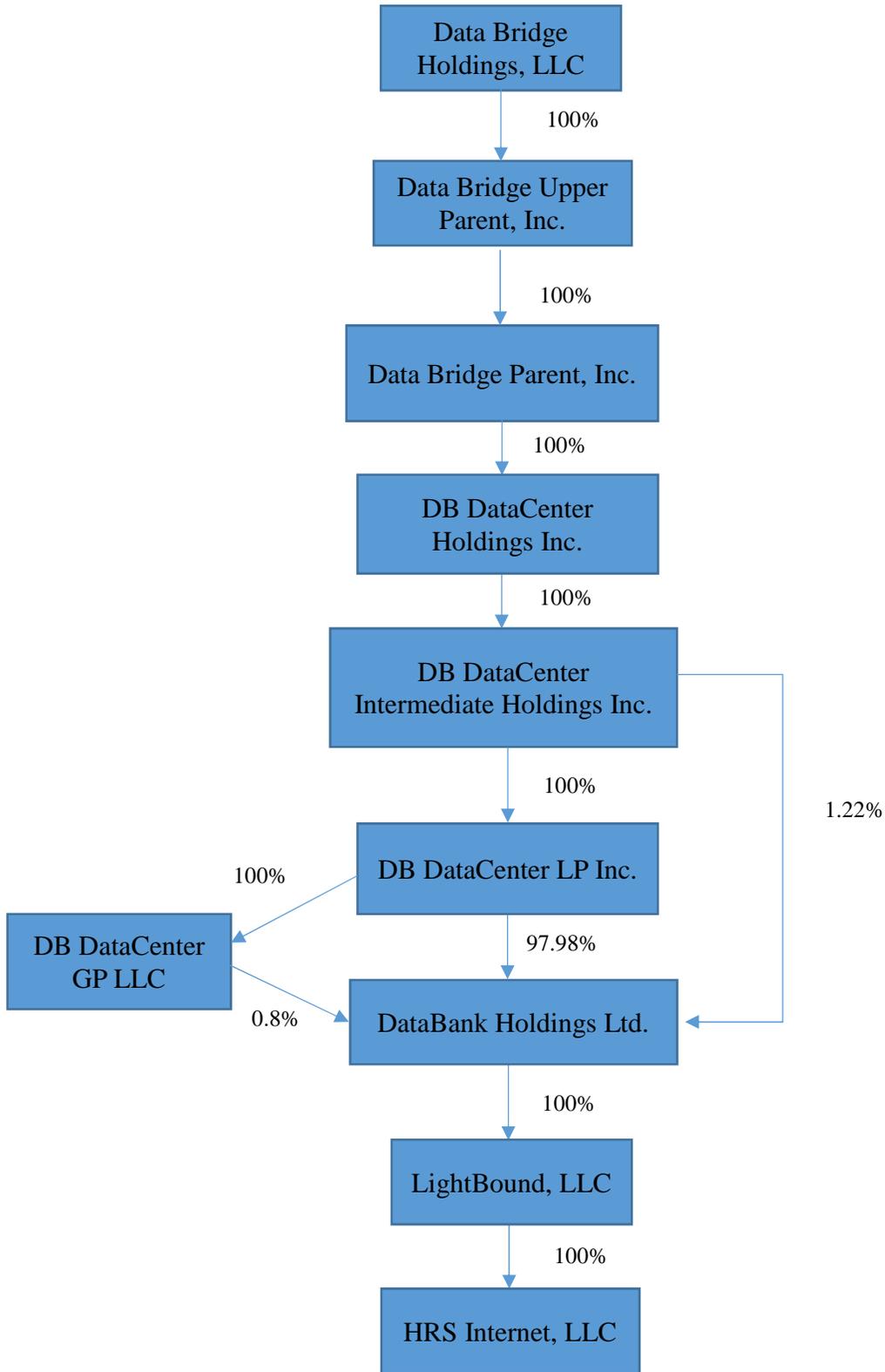
EXHIBIT A

Pre- and Post-Transaction Charts

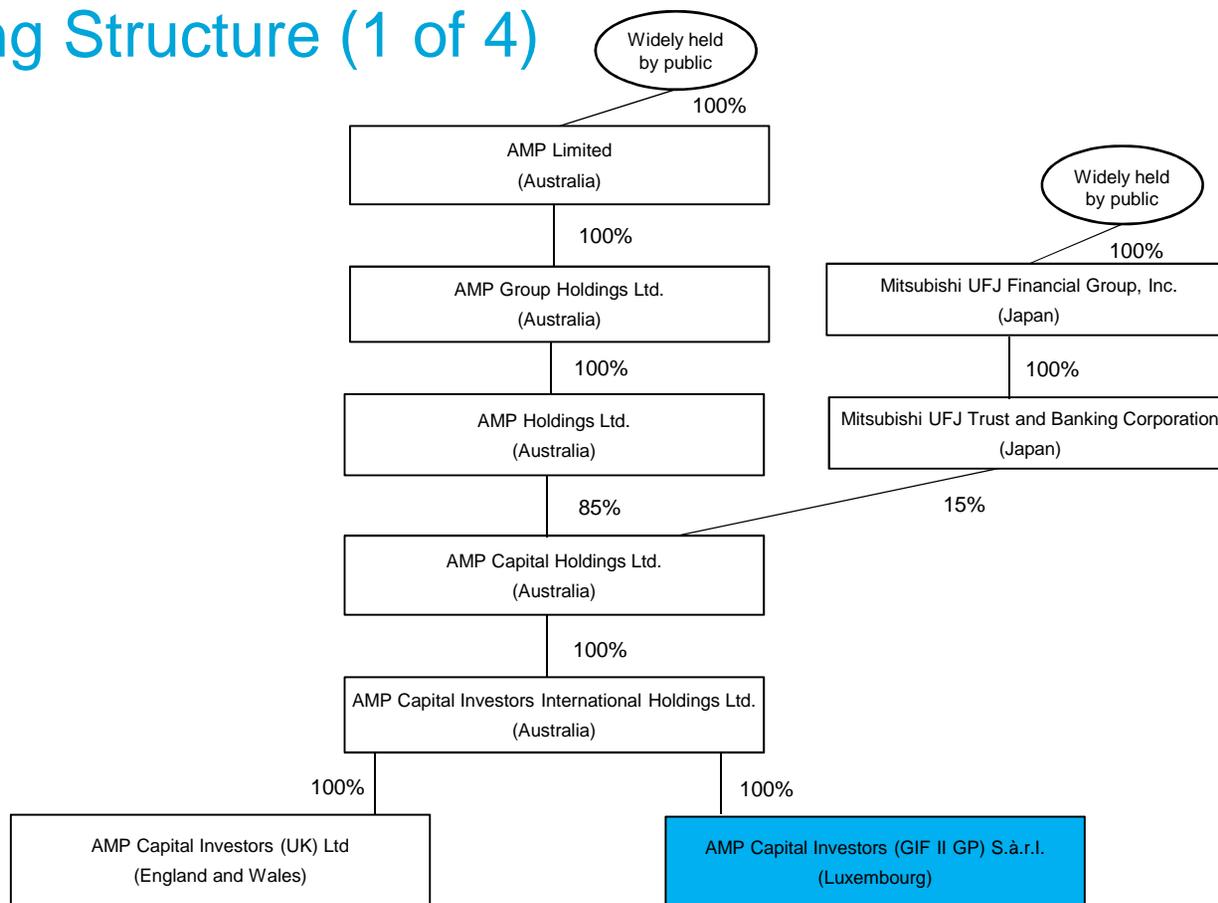
Pre-Transaction Ownership Structure



Pre-Transaction Ownership Structure, Page 2

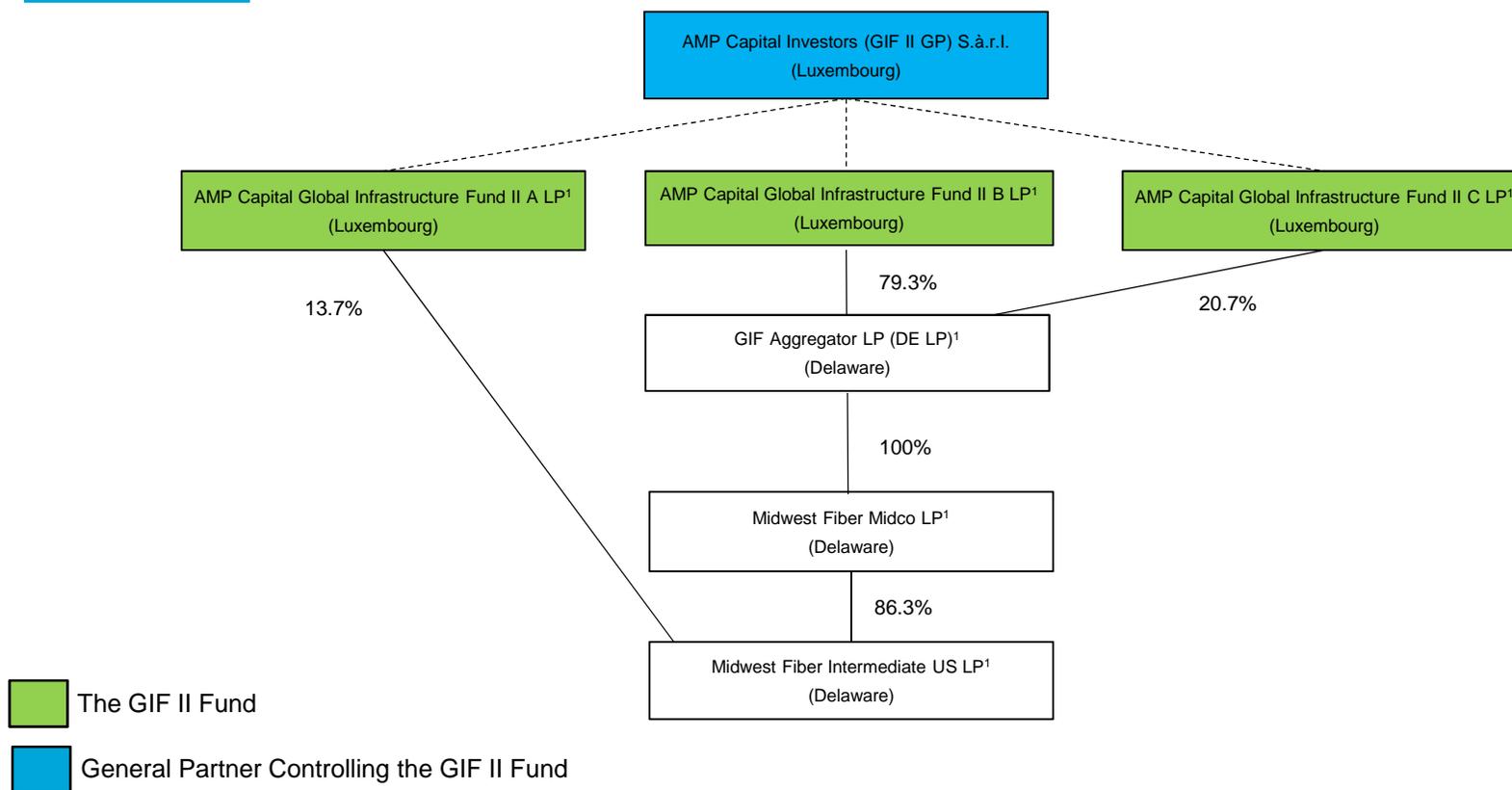


Post-Closing Structure (1 of 4)



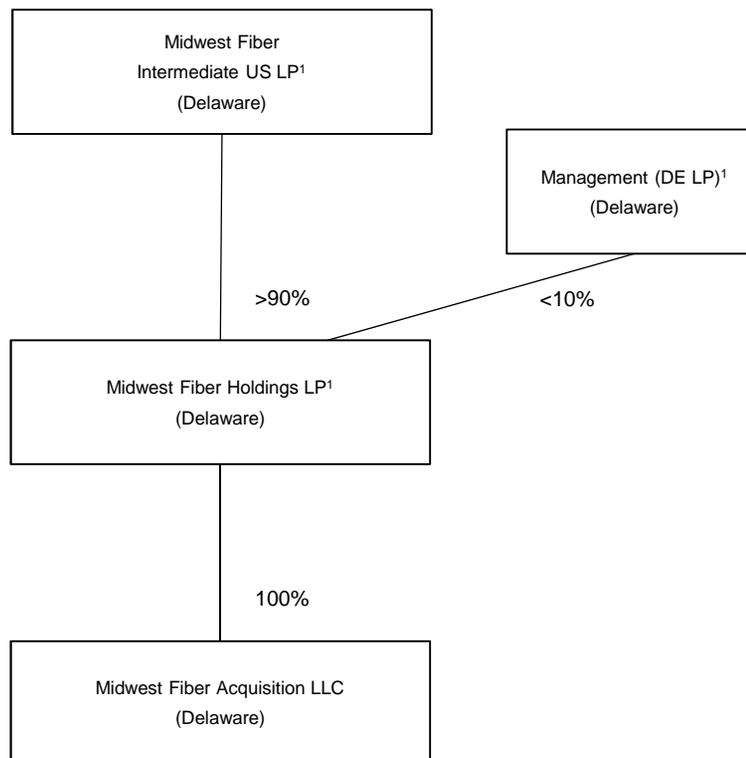
 General Partner Controlling the GIF II Fund

Post-Closing Structure (2 of 4)



1. AMP Capital Investors (GIF II GP) S.à.r.l. is the general partner of this entity.

Post-Closing Structure (3 of 4)



1. AMP Capital Investors (GIF II GP) S.à.r.l. is the general partner of this entity.

Post-Closing Structure (4 of 4)

